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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, On Behalf of Itself and All Others Similarly Situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, DEAN M. LUVISA, AMIN I. KHALIFA and PRICEWATERHOUSECOOPERS, LLP, Defendants.	No. '07 CV 2245 BTM (NLS) **CLASS ACTION COMPLAINT** JURY TRIAL DEMANDED

Plaintiff HCL Partners Limited Partnership ("Plaintiff"), individually and on behalf of all other persons similarly situated, by its undersigned attorneys, for its complaint against defendants, alleges the following based upon personal knowledge as to itself and its own acts, and information and belief as to all other matters, based upon, *inter alia*, the investigation conducted by and through its attorneys, which included, among other things, a review of the defendants' public documents, conference calls and announcements made by defendants, United States Securities and Exchange Commission ("SEC") filings, wire and press releases published by and regarding Leap Wireless International, Inc. ("Leap" or the "Company"), securities analysts' reports and advisories about the Company, and information readily obtainable on the

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Internet. Plaintiff believes that substantial evidentiary support will exist for the allegations set forth herein after a reasonable opportunity for discovery.

NATURE OF THE ACTION

1. This is a federal class action on behalf of persons who purchased or otherwise acquired Leap securities between May 16, 2004 through November 9, 2007, inclusive (the "Class Period"), seeking to pursue remedies under the Securities Exchange Act of 1934 (the "Exchange Act").

2. As alleged herein, defendants made material misrepresentations and omissions of fact regarding the Company's revenues beginning in fiscal year 2004 and continuing through the second quarter of fiscal 2007. The Company reported revenues of $826 million for fiscal year 2004; $914.7 million for fiscal year 2005; $1.136 billion for fiscal year 2006; $389.4 million for the first quarter of fiscal year 2007; and, $393.2 million for the second quarter of fiscal 2007.

3. As a result of the defendants' misrepresentations, Leap stock traded at artificially inflated prices during the class period, trading as high as $99.00 in July 2007.

4. The Company shocked the market on November 9, 2007 when it announced "it will restate its financial statements for fiscal years 2004, 2005 and 2006 and for the first and second quarters of 2007 to correct for errors in previously reported service revenues, equipment revenues, and operating expenses."

5. As a result, on November 9, 2007, Leap's common stock closed at $36.72 per share, declining 37% from the previous trading day's close of $58.10, on very heavy trading volume of 11, 377,500 shares, over six times the prior trading days' volume, and representing a loss of market capitalization of over $240 million.

JURISDICTION AND VENUE

6. The claims asserted herein arise under and pursuant to Sections 10(b) and 20(a) of the Exchange Act, (15 U.S.C. § 78j(b) and 78t(a)), and Rule 10b-5 promulgated thereunder (17 C.F.R. §240.10b-5).

7. This Court has jurisdiction over the subject matter of this action pursuant to §27 of the Exchange Act (15 U.S.C. § 78aa) and 28 U.S.C. § 1331.

8. Venue is proper in this Judicial District pursuant to §27 of the Exchange Act, 15 U.S.C. § 78aa and 28 U.S.C. §1391(b). Many of the acts and transactions alleged herein, including the preparation and dissemination of materially false and misleading information, occurred in substantial part in this Judicial District. The Company's headquarters are located within this Judicial District, located at 10307 Pacific Center Court, San Diego, California 92121.

9. In connection with the acts, conduct and other wrongs alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mails, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

10. Plaintiff, HCL Partners Limited Partnership, as set forth in the accompanying certification incorporated by reference herein, purchased Leap securities at artificially inflated prices during the Class Period and has been damaged thereby.

11. Defendant Leap, is a Delaware corporation with its principal executive offices located in the State of California at 10307 Pacific Center Court, San Diego, CA, 92121. Leap is a wireless communications carrier which offers digital wireless services to its more than two million customers in the United States. The Company offers its wireless services through its

wholly owned subsidiaries under the brands Cricket and Jump Mobile. As of the September 30, 2007, the Company's assets totaled more than $4 billion.

12. Defendant S. Douglas Hutcheson ("Hutcheson") since February 2005 has served as Chief Executive Officer ("CEO"), and President of Leap and a director. Hutcheson previously served as Leap's President and Chief Financial Officer ("CFO") from January 2005 to February 2005, and as Leap's executive vice president and chief financial officer from January 2004 to January 2005. Hutcheson signed Leap's financial statements filed with the SEC, including the Form 10-K filings for fiscal year 2004, 2005 and 2006, as well as Form 10-Q filings during the same fiscal years and 2007.

13. Defendant Dean M. Luvisa ("Luvisa") has served as Leap's acting Chief Financial officer and vice president, finance from March 2006 to July 2006, and has previously served as Leap's acting Chief Financial Officer, Vice President, Finance and Treasurer from February 2005 to March 2006, and Vice President, Finance, and Treasurer from May 2002 to February 2005. Luvisa signed Leap's financial statements filed with the SEC, including the Form 10-K filings for fiscal year 2004 and 2005, as well as Form 10-Q filings during the same fiscal years and the first two quarters of 2006.

14. Defendant Amin I. Khalifa ("Khalifa") served as Leap's Executive Vice President and Chief Financial Officer since August 2006. Khalifa signed Leap's financial statements filed with the SEC, including the Form 10-K filings for fiscal year 2006, as well as Form 10-Q filings for the last two quarters of 2006 and the first three quarters of 2007.

15. Defendant PricewaterhouseCoopers, LLP ("PwC") is an international firm of certified public accountants, with offices in San Diego, California and elsewhere. PwC was Leap's outside auditor since at least the middle of 2004. PwC provided Leap with an unqualified

opinion on its consolidated balance sheets and the related consolidated statements of operations, of cash flows and of stockholders' equity (deficit) and the results of their operations and their cash flows for the years ended December 31, 2006 and 2005 and the five months ended December 31, 2004. Further PwC represented that Leap's financial statements were in conformity with accounting principles generally accepted in the United States of America.

16. Defendants Hutcheson, Luvisa and Khalifa are collectively referred to hereinafter as the "Individual Defendants." During the Class Period, each of the Individual Defendants, as senior executive officers and/or directors of Leap, was privy to non-public information concerning its business, finances, products, markets and present and future business prospects via access to internal corporate documents, conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to them in connection therewith. Because of their possession of such information, the Individual Defendants knew or recklessly disregarded the fact that adverse facts specified herein had not been disclosed to, and were being concealed from, the investing public.

17. Because of the Individual Defendants' positions with the Company, they had access to adverse undisclosed information about the Company's business, operations, operational trends, financial statements, markets and present and future business prospects via access to internal corporate documents (including the Company's operating plans, budgets and forecasts and reports of actual operations compared thereto), conversations and connections with other corporate officers and employees, attendance at management and Board of Directors meetings and committees thereof and via reports and other information provided to them in connection therewith.

18. It is appropriate to treat the Individual Defendants as a group for pleading purposes and to presume that the false, misleading and incomplete information conveyed in the Company's public filings, press releases and other publications as alleged herein are the collective actions of the narrowly defined group of defendants identified above. Each of the above officers of Leap, by virtue of his or her high-level position with the Company, directly participated in the management of the Company, was directly involved in the day-to-day operations of the Company at the highest levels and was privy to confidential proprietary information concerning the Company and its business, operations, growth, financial statements, and financial condition, as alleged herein. Said defendants were involved in drafting, producing, reviewing and/or disseminating the false and misleading statements and information alleged herein, were aware, or recklessly disregarded, that the false and misleading statements were being issued regarding the Company, and approved or ratified these statements, in violation of the federal securities laws.

19. As officers and controlling persons of a publicly-held company whose securities were and are registered with the SEC pursuant to the Exchange Act, and was traded on the NASDAQ Stock Market ("NASDAQ") and the Over-The-Counter Market ("OTC") and governed by the provisions of the federal securities laws, the Individual Defendants each had a duty to disseminate accurate and truthful information promptly with respect to the Company's financial condition and performance, growth, operations, financial statements, business, markets, management, earnings and present and future business prospects, and to correct any previously-issued statements that had become materially misleading or untrue, so that the market price of the Company's publicly-traded securities would be based upon truthful and accurate information. The Individual Defendants' misrepresentations and omissions during the Class Period violated

these specific requirements and obligations.

20. The Individual Defendants participated in the drafting, preparation, and/or approval of the various public and shareholder and investor reports and other communications complained of herein and were aware of, or recklessly disregarded, the misstatements contained therein and omissions therefrom, and were aware of their materially false and misleading nature. Because of their Board membership and/or executive and managerial positions with Leap, each of the Individual Defendants had access to the adverse undisclosed information about the Company's financial condition and performance as particularized herein and knew (or recklessly disregarded) that these adverse facts rendered the positive representations made by or about the Company and its business, issued or adopted by the Company, materially false and misleading.

21. The Individual Defendants, because of their positions of control and authority as officers and/or directors of the Company, were able to and did control the content of the various SEC filings, press releases and other public statements pertaining to the Company during the Class Period. Each Individual Defendant was provided with copies of the documents alleged herein to be misleading prior to or shortly after their issuance and/or had the ability and/or opportunity to prevent their issuance or cause them to be corrected. Accordingly, each of the Individual Defendants is responsible for the accuracy of the public reports and releases detailed herein, and are therefore primarily liable for the representations contained therein.

22. Each of the defendants is liable as a participant in a fraudulent scheme and course of business that operated as a fraud or deceit on purchasers of Leap securities by disseminating materially false and misleading statements and/or concealing material adverse facts. The scheme (i) deceived the investing public regarding Leap's business, operations, management and the intrinsic value of Leap securities; and (ii) caused Plaintiff and other members of the Class to

purchase Leap securities at artificially inflated prices.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

23. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a Class, consisting of all those who purchased or otherwise acquired the securities of Leap between May 16, 2005 through November 9, 2007 (the "Class Period"), and who were damaged thereby. Excluded from the Class are defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which defendants have or had a controlling interest.

24. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Leap's securities were actively traded on the NASDAQ and OTC markets. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are hundreds or thousands of members in the proposed Class. Record owners and other members of the Class may be identified from records maintained by the Company or its transfer agent and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

25. Plaintiff's claims are typical of the claims of the members of the Class, as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

26. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

27. Common questions of law and fact exist as to all members of the Class and

predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by defendants' acts as alleged herein;

(b) whether statements made by defendants to the investing public during the Class Period misrepresented material facts about the business, operations and management of Leap; and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

28. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

SUBSTANTIVE ALLEGATIONS

29. Leap Wireless International provides innovative, high-value wireless services to its customer base. With the value of unlimited wireless services as the foundation of its business, Leap pioneered both the Cricket(R) and Jump(TM) Mobile services. The Company and its joint ventures now operate in 23 states and hold licenses in 35 of the top 50 U.S. markets. Through its flat-rate service plans, Cricket offers customers a choice of unlimited voice, text, data and mobile Web services. Jump Mobile is a unique prepaid wireless service designed for the mobile-

dependent, urban youth market. Headquartered in San Diego, Calif., Leap is traded on the NASDAQ Global Select market under the ticker symbol "LEAP."

30. During the relevant time period, Leap generated revenue and recorded profit derived from, *inter alia*, the provision of wireless communication services. It is alleged herein that the Company misstated its financial results for the Class Period, in that the Company incorrectly accounted for a group of customers who voluntarily disconnected service, in addition the Company erred in its accounting relating to the timing and recognition of certain service revenues and operating expenses in regards to its customers.

31. On May 11, 2005, as reported in a press release through Business Wire entitled **"Leap Reports Results for Fourth Quarter and Full Year 2004** ~ Company Provides Preliminary Results for the First Quarter of 2005 and Revised Full-Year Outlook," the Company announced its fourth quarter and Fiscal Year Ended December 31, 2004 results as follows:

LEAP REPORTS RESULTS FOR FOURTH QUARTER AND FULL YEAR 2004

~ Company Provides Preliminary Results for the First Quarter of 2005 and Revised Full-Year Outlook ~

SAN DIEGO - May 11, 2005 - Leap Wireless International, Inc. [OTCBB: LEAP], a leading provider of innovative and value-driven wireless communications services, today announced financial and operating results for the fourth quarter and full year ending December 31, 2004, representing the combination of the Company's results prior to and after its emergence from Chapter 11 reorganization. The Company also provided preliminary customer and financial results for the first quarter of 2005 and updated its business outlook for full year 2005, incorporating proposed new Auction #58 market build out activities.

The adoption of fresh-start reporting as of July 31, 2004 resulted in material adjustments to the historical carrying values of the Company's assets and liabilities. As a result, the Company's post-emergence balance sheet, statements of operations and statements of cash flows are not comparable in many respects to the Company's financial statements for periods ending prior to the Company's emergence from Chapter 11.

Total consolidated revenues for the fourth quarter were $206.6 million, compared to total consolidated revenues of $188.9 million for the fourth quarter of 2003. Consolidated operating income for the fourth quarter was $4.9 million, compared to a consolidated operating loss of $28.5 million for the fourth quarter of 2003. Consolidated net loss for the fourth quarter was $6.6 million, compared to a consolidated net loss of $172.8 million for the fourth quarter of 2003.

For full year 2004, combined total consolidated revenues were $826.0 million, compared to total consolidated revenues of $751.3 million for full year 2003. Combined consolidated operating loss for 2004 was $30.2 million, compared to a consolidated operating loss of $360.4 million for full year 2003. Combined consolidated net income for 2004 was $904.6 million, compared to a consolidated net loss of $597.4 million for full year 2003. Full year 2004 net income included $962.4 million of reorganization items, net, reflecting the net impact of fresh-start accounting and other bankruptcy-related changes to the balance sheet. This combined net income result for fiscal year 2004 is not indicative of the Company's expected future performance.

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Key operational and financial performance measures for the fourth quarter and full year 2004 were as follows:

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- Average revenue per user per month (ARPU) for the fourth quarter, based on service revenue, was $37.29, an improvement of $1.01 from the ARPU of $36.28 for the fourth quarter of 2003. For full year 2004, ARPU was $37.28, an improvement of $1.03 from the ARPU of $36.25 for full year 2003. The impact of higher than expected rebate activity during the fourth quarter of 2004 reduced ARPU by $0.52 and $0.13 for the fourth quarter and full year 2004, respectively, from what it would have been if rebate activity during the fourth quarter had been consistent with the Company's previous experience.

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RESTATEMENT OF THIRD QUARTER 2004 FINANCIAL STATEMENTS

On May 9, 2005, Leap announced that Company management and the Audit Committee of Leap's Board of Directors had concluded that the Company's financial results for the three months ended September 30, 2004 should be restated to correct for errors and that the unaudited interim consolidated financial statements included in the Quarterly Report on Form 10-Q for the third quarter of 2004 should no longer be relied upon. Accordingly, the Company intends to file an amended Quarterly Report on Form 10-Q as soon as practicable. The Company's management and Audit Committee discussed the restatement with the Company's independent registered public accounting firm. The expected effect on net income of the adjustments required to correct these errors for the Company's combined results for the third quarter fiscal 2004 (representing the results for the one month ended July 31, 2004 combined with the results for the two months ended September 30, 2004), is to increase combined consolidated net income by $5.5 million for the three months ended September 30, 2004, resulting in net income of $957.4 million for such period. The adjustments described above result from the correction of accounting errors and are not attributable to any misconduct by Company employees. Please refer to Note 2 in the "Notes to Financial Statements" included in this press release for additional information.

32. On May 12, 2005, the trading day following the first quarter 2005 and full year 2004 earnings release by the Company, Leap common closed the trading day at $25.65 per share, up $1.60 from the previous day's close.

33. On or about May 17, 2005, Leap filed its Form 10-K for the year ended December 31, 2004 with the SEC, which substantially incorporated the same reported financial results, as set forth in the preceding paragraph.

34. On June 14, 2005, as reported in a press release through Business Wire entitled **"Leap Reports Results for First Quarter of 2005** ~ *Achievement of Positive Net Income of $12.6 Million and Record Adjusted Consolidated EBITDA of $70.0 Million Underscores Company's Strong Operational and Financial Performance During the Quarter* ~," the Company announced its first quarter 2005 financial results as follows:

Leap Reports Results for First Quarter of 2005

~ Achievement of Positive Net Income of $12.6 Million and Record Adjusted Consolidated EBITDA of $70.0 Million Underscores Company's Strong Operational and Financial Performance During the Quarter ~

SAN DIEGO – June 14, 2005 – Leap Wireless International, Inc. [OTCBB: LEAP], a leading provider of innovative and value-driven wireless communications services, today announced strong financial results for the first quarter of 2005, including solid growth in total revenues, the Company's first full quarter with positive net income following the Company's emergence from Chapter 11 bankruptcy in the third quarter of 2004, and record adjusted consolidated earnings before interest, taxes, depreciation and amortization (EBITDA). Operational results were likewise strong, led by Leap's Cricket® service adding nearly 46,000 net new customers during the first quarter to end the

> period with approximately 1,615,000 total customers and reporting a customer churn rate of 3.3%.
>
> Total consolidated revenues for the first quarter were $228.4 million, an increase of $21.6 million over the total consolidated revenues of $206.8 million for the first quarter of 2004 and the highest reported by the Company to date. Consolidated operating income for the first quarter was $21.9 million, an increase of $44.2 million over the consolidated operating loss of $22.3 million for the first quarter of 2004. Consolidated net income was positive, totaling $12.6 million for the first quarter, or net earnings of $0.21 per share, representing a $40.6 million improvement over the consolidated net loss of $28.0 million, or a net loss of $0.48 per share, reported for the first quarter of 2004.
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> Key operational and financial performance measures for the first quarter of 2005 were as follows:
> • Average revenue per user per month (ARPU) for the first quarter, based on service revenue, was $39.03, an improvement of $1.58 from the ARPU of $37.45 for the first quarter of 2004.
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> "Our performance reflects the Company's continuing focus on operational excellence, and we are very pleased with the strong results reported across the board in the first quarter," said Dean Luvisa, Leap's acting chief financial officer. "We believe that the results we are reporting today demonstrate yet again the operating efficiency of our business. We have completed the first quarter confident in our ability to profitably execute our business plan and meet our financial goals."

35. On June 14, 2005, Leap's common stock closed at $27.78 per share.

36. On or about June 14, 2005, Leap filed its Form 10-Q for the quarter ended March 31, 2005 with the SEC, which substantially incorporated the same reported financial results, as set forth in the preceding paragraph.

37. On August 11, 2005, as reported in a press release through Business Wire entitled "**Leap Reports Results for Second Quarter of 2005** ~ Solid Financial Performance Led by Strong Growth in Total Revenues and Record Adjusted EBITDA; Company Revises Guidance to Reflect Improved Financial Outlook for 2005 ~," the Company announced its second quarter 2000 financial results as follows:

Leap Reports Results for Second Quarter of 2005

~Solid Financial Performance Led by Strong Growth in Total Revenues and Record Adjusted EBITDA; Company Revises Guidance to Reflect Improved Financial Outlook for 2005~

SAN DIEGO--(BUSINESS WIRE)--Aug. 11, 2005--Leap Wireless International, Inc. (NASDAQ:LEAP), a leading provider of innovative and value-driven wireless communications services, today announced strong financial results for the second quarter of 2005. These results reflect strong year-over-year growth in total revenues and record adjusted consolidated earnings before interest, taxes, depreciation and amortization (EBITDA).

Total consolidated revenues for the second quarter were $226.8 million, an increase of $21.1 million over the total consolidated revenues of $205.7 million for the second quarter of 2004. Consolidated operating income for the second quarter was $8.6 million, an increase of $23.6 million over the consolidated operating loss of $15.0 million for the second quarter of 2004. Consolidated net income totaled $2.5 million for the second quarter, or net income of $0.04 per diluted share, representing a $20.6 million improvement over the consolidated net loss of $18.1 million, or a net loss of $0.31 per diluted share, for the second quarter of 2004. The Company's consolidated net income reported for the second quarter of 2005 includes: $7.1 million, or $0.12 per diluted share, of non-cash stock-based compensation expense; and, non-cash impairment charges of $11.4 million, or $0.19 per diluted share, to reduce the carrying value of certain non-operating wireless licenses to their estimated fair values.

Adjusted consolidated EBITDA for the second quarter of 2005 was a record $74.3 million, representing a 21 percent increase over the adjusted consolidated EBITDA of $61.4 million for the second quarter of 2004. Adjusted consolidated EBITDA represents EBITDA adjusted to exclude the effects of: reorganization items, net; other income (expense), net; gains on sale of wireless licenses; impairment of indefinite-lived intangible assets; impairment of long-lived assets and related charges; and stock-based compensation expense. The adoption of fresh-start reporting as of July 31, 2004 resulted in material adjustments to the historical carrying values of the Company's assets and liabilities. As a result, the Company's post-emergence balance sheets, statements of operations and statements of cash flows are not comparable in many respects to the Company's financial statements for periods ending prior to the Company's emergence from Chapter 11.

"As evidenced by the results we have reported today, Leap produced another successful quarter balancing growth with solid operating cash-flow generation," said Doug Hutcheson, president and chief executive officer of Leap. "As we move into the remainder of 2005, we are pleased with the overall momentum that has been established for our business. During the first half of the year, we have concentrated on three key operating priorities: maintaining our strict focus on cost leadership; executing on our planned marketing and product development initiatives; and preparing for the first new market launch for our business in over three years. In the second half, we will work toward leveraging the platform for growth we have created by continuing to strengthen our marketing and customer service initiatives while expanding our channels of distribution for both our core Cricket(R) service and our new Jump(TM) pre-paid product.

"Our strong financial performance during the first half of the year places Leap in a solid position to achieve its overall goals for 2005. We remain optimistic about our long-term business prospects and believe that the actions we have taken to date will produce increasingly positive effects over time. As a result, we are increasing our outlook for adjusted EBITDA during 2005 to reflect our expectation for continued strong financial performance. While we have tightened the range on our customer activity by lowering the upper end of the forecast, we anticipate that we will see improvements in customer retention and net customer growth later this year as our new initiatives begin to gain traction in the marketplace and we see continued positive performance in our new Central Valley market cluster," concluded Hutcheson.

Key operational and financial performance measures for the second quarter of 2005 are as follows:

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-Average revenue per user per month (ARPU) for the second quarter, based on service revenue, was $39.24, an improvement of $1.96 from the ARPU of $37.28 for the second quarter of 2004.

38. On August 12, 2005, the day following the Company's press release concerning its second quarter 2005 financial results, Leap's common stock closed at $34.00 per share.

39. On or about August 12, 2005, Leap filed its Form 10-Q for the quarter ended June 30, 2005 with the SEC, which substantially incorporated the same reported financial results, as set forth in the preceding paragraph.

40. On November 9, 2005, as reported in a press release through Business Wire entitled "**Leap Reports Results for Third Quarter of 2005** ~*Solid Performance Marked by Strong Year-Over-Year Growth in Customers, Total Revenues and Adjusted EBITDA*~," the Company announced its third quarter 2005 financial results as follows:

Leap Reports Results for Third Quarter of 2005

~ Solid Performance Marked by Strong Year-Over-Year Growth in Customers, Total Revenues and Adjusted EBITDA ~

SAN DIEGO--(BUSINESS WIRE)--Nov. 9, 2005--Leap Wireless International, Inc. (NASDAQ:LEAP), a leading provider of innovative and value-driven wireless communications services, today announced strong financial results for the third quarter of 2005. These results reflect continued strong year-over-year growth in total revenues and adjusted consolidated earnings before interest, taxes, depreciation and amortization (EBITDA).

Total consolidated revenues for the third quarter were $230.5 million, an increase of $23.6 million over the total consolidated revenues of $206.9 million for the third quarter of 2004. Consolidated operating income for the third quarter was $28.6 million, an increase of $26.4 million over consolidated operating income of $2.2 million for the third quarter of 2004. Consolidated net loss for the third quarter totaled $7.6 million, or a loss of $0.13 per diluted share. This compares to consolidated net income in the third quarter of 2004 of $957.3 million, which included $963.2 million of reorganization items, net, reflecting the net impact of fresh-start reporting and other bankruptcy related items.

Adjusted consolidated EBITDA for the third quarter of 2005 was $66.5 million, representing a 16% percent increase over the adjusted consolidated EBITDA of $57.5 million for the third quarter of 2004. Adjusted consolidated EBITDA represents consolidated EBITDA adjusted to exclude the effects of: reorganization items, net; other income (expense), net; gain/loss on sale of wireless licenses and operating assets; impairment of indefinite-lived intangible assets; impairment of long-lived assets and related charges; and stock-based compensation expense. The adoption of fresh-start reporting as of July 31, 2004 resulted in material adjustments to the historical carrying values of the Company's assets and liabilities. As a result, the Company's post-emergence balance sheets, statements of operations and statements of cash flows are not comparable in many respects to the Company's financial statements for periods ending prior to the Company's emergence from Chapter 11.

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Key operational and financial performance measures for the third quarter of 2005 are as follows:

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- Average revenue per user per month (ARPU) for the third quarter, based on service revenue, was $40.22, an improvement of $3.25 from the ARPU of $36.97 for the third quarter of 2004.

41. On November 10, 2005, Leap's common stock closed at $35.48, up over $2.00 from the previous days' close.

42. On or about November 14, 2005, Leap filed its Form 10-Q for the quarter ended September 30, 2005 with the SEC, which substantially incorporated the same reported financial results.

43. On January 16, 2006 as reported in a press release through PR Newswire entitled "**Leap Reports Results for Fourth Quarter and Full Year 2005** ~ Company Delivers Strong Year-over-Year Growth in Service Revenues and Adjusted OIBDA; Positive Growth Trend Evident in Company's Outlook for First Quarter of 2006 ~ ," the Company announced its fourth quarter 2005 and Fiscal Year Ended December 31, 2005 results as follows:

Leap Reports Results for Fourth Quarter and Full Year 2005
~Company Delivers Strong Year-over-Year Growth in Service Revenues and Adjusted OIBDA; Positive Growth Trend Evident in Company's Outlook for First Quarter of 2006~

SAN DIEGO--(BUSINESS WIRE)--March 16, 2006--Leap Wireless International, Inc. (NASDAQ:LEAP), a leading provider of innovative and value-driven wireless communications services, today announced consolidated financial and operational results for the fourth quarter and full year ended December 31, 2005, reflecting strong year-over-year growth in service revenues and adjusted operating income before depreciation and amortization (OIBDA). Solid operational performance was led by the addition of nearly 46,000 net new customers during the fourth quarter, bringing the total number of net customer additions for the year to just over 117,000. These additions represent a 53% increase over the net additions of approximately 29,000 in the fourth quarter of 2004 and a 21% improvement over the full year net additions of approximately 97,000 for 2004. The Company ended 2005 with approximately 1,668,000 total customers and a customer churn rate of 4.1 percent for the fourth quarter and 3.9 percent for the full year 2005.

Total revenues for the fourth quarter were $228.9 million, an increase of $22.3 million over the total revenues of $206.6 million for the fourth quarter of 2004. Operating income for the fourth quarter was $10.8 million, an increase of $5.9 million over the $4.9 million for the fourth quarter of 2004. Net income was $5.0 million for the fourth quarter, or $0.08 per diluted share. This compares to the net loss of $6.6 million, or $0.11 per diluted share, for the fourth quarter of 2004.

"The Company had another successful quarter, reflecting continued execution of the strategic growth plans we have established for our business," said Doug Hutcheson, president and chief executive officer of Leap. "Based on the results of the fourth quarter and full year 2005, and our first quarter outlook for new customers and adjusted OIBDA, we believe the broad impact and value of our actions are becoming evident. We look forward to continuing progress in the coming year as we expand our services and market presence throughout 2006."

For the full year 2005, total revenues were $914.7 million, an $88.7 million improvement over total revenues of $826.0 million for the full year 2004. Operating income for 2005 was $69.8 million, an increase of $100.0 million over an operating loss of $30.2 million for 2004. Net income for 2005 was $30.0 million, or $0.49 per diluted share. This compares to net income of $904.8 million for the full year 2004, which included $962.4 million of reorganization items, net, reflecting the net impact of fresh-start reporting and other bankruptcy-related items.

Adjusted operating income before depreciation and amortization for the fourth quarter of 2005 was $64.2 million, up $13.5 million from the adjusted OIBDA of $50.7 million for the fourth quarter of 2004. For the full year 2005, adjusted OIBDA was $275.0 million, an increase of $52.2 million from the adjusted OIBDA of $222.8 million for 2004. Adjusted OIBDA represents OIBDA adjusted to exclude the effects of: gain/loss on sale of wireless licenses and operating assets, impairment of indefinite-lived intangible assets, and stock-based compensation expense.

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"We are very pleased with the strong adjusted OIBDA performance delivered in the fourth quarter, and believe that our focus on cost management is readily apparent in the results we delivered for the quarter and for 2005 as a whole," said Dean Luvisa, acting chief financial officer for Leap. "For the year, our adjusted OIBDA was up by more than $50 million, an impressive year-over-year improvement resulting from our increased customer activity, higher overall average revenues per user, and a commitment to cost leadership as a primary element of our core business strategy. As a result of our continued focus on top-line growth and underlying cost efficiency, the Company performed well ahead of our original expectations for 2005."

Key operational and financial performance measures for the fourth quarter and full year 2005 were as follows:
-Average revenue per user per month (ARPU) for the fourth quarter, based on service revenue, was $39.74, an improvement of $2.45 from the ARPU of $37.29 for the fourth quarter of 2004. For full year 2005, ARPU was $39.56, an improvement of $2.28 from ARPU of $37.28 for the full year 2004.

44. On March 17, 2006, Leap's common stock closed at $43.89 per share.

45. On or about March 27, 2006, Leap filed its Form 10-K for the year ended December 31, 2000 with the SEC, which substantially incorporated the same reported financial results.

46. On May 9, 2006, as reported in a press release through Business Wire entitled **"Leap Reports Consolidated Results for First Quarter 2006** ~ *Improvement in Customer Growth and Record-Breaking Adjusted OIBDA Underscore Company's Strong Financial and Operational Performance* ~," the Company announced its first quarter 2006 financial results as follows:

Leap Reports Consolidated Results for First Quarter 2006
~ *Improvement in Customer Growth and Record-Breaking Adjusted OIBDA Underscore Company's Strong Financial and Operational Performance* ~

SAN DIEGO, May 09, 2006 (BUSINESS WIRE) -- Leap Wireless International, Inc. (NASDAQ: LEAP):

Highlights include:
-- Strong net customer growth with over 110,000 net customer additions for the quarter, up approximately 140% from net customer additions for the first quarter of 2005
-- Total consolidated revenue for the quarter of $266.7 million, a 17% increase from the total consolidated revenue for the first quarter of 2005
-- Consolidated operating income of $19.9 million, compared to $21.9 million in the same period last year
-- Record-breaking adjusted consolidated operating income before depreciation and amortization (OIBDA) of $78.6 million, a 12% increase from the adjusted consolidated OIBDA for the first quarter of 2005
-- Consolidated net income of $17.7 million for the quarter, or $0.29 per diluted share

Leap Wireless International, Inc. (NASDAQ: LEAP), a leading provider of innovative and value-driven wireless communications services, today announced strong financial and operational results for the first quarter ended March 31, 2006. Leap posted record setting adjusted consolidated OIBDA for the first quarter and strong year-over-year growth in total revenues. The solid operational performance for the first quarter of 2006 was led by the addition of over 278,000 gross new customers and more than 110,000 net new customer additions, representing an increase in net additions of approximately 140% over the net additions of approximately 46,000 for the first quarter of 2005. The Company ended the quarter with nearly 1,779,000 total customers and a customer churn rate of 3.3%. The financial and operating data presented in this press release, including customer information, reflect the consolidated results of Leap, its subsidiaries and its non-controlled joint venture, Alaska Native Broadband 1, LLC (ANB1), for the periods indicated.

"The Company had a successful quarter, delivering strong customer growth and record-breaking adjusted OIBDA performance," said Doug Hutcheson, chief executive officer and president of Leap. "The business continues to execute well on our strategic growth plans. Our total net customer growth for the quarter included approximately 82,000 new subscribers in markets operating at the end of 2005, with approximately 28,000 additional new customers coming from the markets launched during the quarter. We are looking forward to improving results over the coming quarters in our existing markets and from the launch of additional new markets planned for 2006. We expect our customer behavior will continue to have a seasonal rhythm and may be affected by rising energy prices in the short-term."

Total consolidated revenues for the first quarter were $266.7 million, an increase of $38.3 million, or 17%, over the total revenues of $228.4 million for the first quarter of 2005. Consolidated operating income for the first quarter was $19.9 million, a decrease of $2.0 million from the operating income of $21.9 million for the first quarter of 2005. Consolidated net income for the first quarter was $17.7 million, or $0.29 per diluted share. This compares to consolidated net income of $7.5 million, or $0.12 per diluted share, for the first quarter of 2005.

Adjusted consolidated OIBDA for the first quarter of 2006 was $78.6 million, up $8.6 million, or 12%, from the adjusted consolidated OIBDA of $70.0 million for the first quarter of 2005. Adjusted consolidated OIBDA represents consolidated OIBDA adjusted to exclude the effects of: gain/loss on sale of wireless licenses and operating assets; impairment of indefinite-lived intangible assets; and stock-based compensation expense.

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"The Company has proven its ability to deliver strong year-over-year growth in adjusted OIBDA even after the absorption of start-up losses associated with our new market launch activity," said Dean Luvisa, acting chief financial officer for Leap. "When considering the nearly $6 million of negative OIBDA associated with new market activity during the quarter, the underlying strength of the financial performance we delivered becomes even more evident. The improvement in adjusted OIBDA is a product of solid growth in total revenues combined with our ongoing focus on cost leadership. As a result, the business has started the year on track, performing above our expectations."

Key operational and financial performance measures for the first quarter of 2006 were as follows:

-- Average revenue per user per month (ARPU) for the first quarter, based on service revenue, was $41.87, an improvement of $2.84 from the ARPU of $39.03 for the first quarter of 2005.

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47. On May 10, 2006 Leap's common stock closed at $46.46 per share.

48. On or about May 10, 2006, Leap filed its Form 10-Q for the quarter ended March 31, 2006 with the SEC, which substantially incorporated the same reported financial results as in the May 9 press release.

49. On August 3, 2006, as reported in a press release through Business Wire entitled "Leap Reports Consolidated Results for Second Quarter 2006 ~ Strong Performance Led by Growth in Service Revenues and Operating Income ~," the Company announced its second quarter 2006 financial results as follows:

Leap Reports Consolidated Results for Second Quarter 2006
~Strong Performance Led by Growth in Service Revenues and Operating Income~

SAN DIEGO--(BUSINESS WIRE)--Aug. 3, 2006--Leap Wireless International, Inc. (NASDAQ: LEAP):

Highlights include:

- Net customer growth of nearly 58,000 for the quarter, up from net customer additions of approximately 2,700 for the second quarter of 2005

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-- Consolidated operating income of $16.5 million, a 92% increase from the consolidated operating income for the second quarter of 2005

-- Adjusted consolidated operating income before depreciation and amortization (OIBDA) of $77.7 million, an increase of more than 4% from the adjusted consolidated OIBDA for the second quarter of 2005

-- Consolidated net income of $7.5 million for the quarter, or $0.12 per diluted share

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Total revenues for the second quarter were $267.9 million, an increase of $41.0 million, or 18%, over the total revenues of $226.8 million for the second quarter of 2005. Operating income for the second quarter was $16.5 million, nearly double the operating income of $8.6 million for the second quarter of 2005. Net income for the second quarter was $7.5 million, or $0.12 per diluted share. This compares to net income of $1.1 million, or $0.2 per diluted share, for the second quarter of 2005.

Adjusted OIBDA for the second quarter of 2006 was $77.7 million, up $3.4 million, or more than 4%, from adjusted OIBDA of $74.3 million for the second quarter of 2005, even after absorbing costs associated with the Company's new market launch activities. Adjusted OIBDA represents OIBDA adjusted to exclude the effects of: gain/loss on sale of wireless licenses and operating assets; impairment of indefinite-lived intangible assets; and share-based compensation expense.

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Key operational and financial performance measures for the second quarter of 2006 were as follows:

-- Average revenue per user per month (ARPU) for the second quarter, based on service revenue, was a record $42.97, an improvement of $3.73 from the ARPU of $39.24 for the second quarter of 2005.

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50. On August 4, 2006, Leap's common stock closed at $44.31 per share, up $3.64 from the previous days' close.

51. On or about August 8, 2006, Leap filed its Form 10-Q for the quarter ended June 30, 2001 with the SEC, which substantially incorporated the same reported financial results, as set forth above.

52. On November 7, 2006, as reported in a press release through Business Wire entitled "Leap Reports Consolidated Results for Third Quarter 2006," the Company announced its third quarter 2006 financial results as follows:

Leap Reports Consolidated Results for Third Quarter 2006

~ Company's Strong Operational and Financial Performance During the Third Quarter Led by Solid Year-over-Year Growth in Net Customer Additions and Service Revenues ~

-- Net customer growth of approximately 161,000 for the quarter, an increase of 138,000 from net customer additions of approximately 23,000 for the third quarter of 2005

-- Total consolidated revenue for the quarter of $287.5 million, a 25 percent increase from the third quarter of 2005

-- Consolidated operating income of $17.0 million

-- Consolidated net income of $10.0 million for the quarter, or $0.16 per diluted share

-- Adjusted consolidated operating income before depreciation and amortization (OIBDA) of $61.2 million

Business Editors

SAN DIEGO--(BUSINESS WIRE)--Nov. 7, 2006--Leap Wireless International, Inc. (NASDAQ: LEAP), a leading provider of innovative and value-driven wireless communications services, today announced financial and operational results for the third quarter ended September 30, 2006 that included strong year-over-year improvements in customer growth and consolidated service revenues. The solid operational performance for the third quarter of 2006 was led by more than 405,000 gross customer additions and more than 161,000 net customer additions, representing an improvement of 138,000 net additions over the customer numbers reported for the third quarter of 2005. These results reflect net customer growth in Leap's Cricket(R) markets in operation as of December 31, 2005 and strong performance in new Cricket(R) markets launched during 2006. The Company's net customer additions for the third quarter of 2006 exclude the effect of the transfer of approximately 31,000 customers from the Company's network as a result of the sale of Leap's operating markets in Toledo and Sandusky, Ohio in July 2006.

The Company ended the quarter with 1,967,000 total customers, a customer churn rate of 4.3 percent, and demonstrated solid execution in the build-out, cost management, and launch of new markets. The financial and operating data presented in this press release, including customer information, reflect the consolidated results of Leap, its subsidiaries and its non-controlled joint ventures, Alaska Native Broadband 1, LLC (ANB 1), LCW Wireless, LLC (LCW Wireless) and Denali Spectrum, LLC (Denali).

"The Company produced attractive operating results, successfully launched a series of new markets, achieved outstanding results in Auction #66 and completed a series of capital market activities on favorable terms," said Doug Hutcheson, chief executive officer and president of Leap. "The Company continues to see good uptake of our products and services, with our third quarter growth alone approaching the customer activity we achieved in the first half of the year. Additionally, the Company and Denali were successful bidders on new wireless licenses in Auction #66 that will allow the Company and Denali to provide service to additional markets, and also will allow the Company to enrich its offerings in existing markets as a result of the purchase of additional spectrum in those markets. In conjunction with our capital market activities, we also announced a fully funded plan to launch up to an additional 24 million new covered POPs beginning in 2008. I am extremely proud of what our team has accomplished over the past few months."

Total revenues for the third quarter were $287.5 million, an increase of $57 million, or 25 percent, over total revenues of $230.5 million for the third quarter of 2005. Operating income for the third quarter was $17.0 million, compared to operating income of $28.6 million for the third quarter of 2005. Net income for the third quarter was $10.0 million, or $0.16 per diluted share. This compares to net income of $16.4 million, or $0.27 per diluted share, for the third quarter of 2005.

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Key operational and financial performance measures for the third quarter of 2006 were as follows:

-- Average revenue per user per month (ARPU) for the third quarter, based on service revenue, was a record $44.39, an improvement of $4.17 from the ARPU of $40.22 for the third quarter of 2005.

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53. On November 8, 2006, Leap's common stock closed at $56.40 per share.

54. On or about November 9, 2006, Leap filed its Form 10-Q for the quarter ended September 30, 2006 with the SEC, which substantially incorporated the same reported financial results, as set forth above.

55. On February 27, 2007, as reported in a press release through Business Wire entitled "Leap Reports More than 260,000 Net Customer Additions in the Fourth Quarter and Completes Launch of Approximately 20 Million Covered POPS by Year End," the Company announced its fourth quarter 2005 and Fiscal Year Ended December 31, 2005 results as follows:

LEAP REPORTS MORE THAN 260,000 NET CUSTOMER ADDITIONS IN THE FOURTH QUARTER AND COMPLETES LAUNCH OF APPROXIMATELY 20 MILLION COVERED POPS BY YEAR END

Leap Wireless International, Inc. (NASDAQ: LEAP), a leading provider of innovative and value-driven wireless communications services, today announced financial and operational results for the fourth quarter and year ended December 31, 2006. Both periods showed significant growth in total consolidated revenues, lifted by strong year-over-year improvements in net customer additions and average revenue per user (ARPU).

"Our 2006 results reflect well-executed strategies for growth, anchored on the distinct value of our unlimited service propositions and the low-cost structure supporting these strategies," said Doug Hutcheson, Leap's chief executive officer and president. "In 2006, Leap and its joint ventures expanded Cricket(R) coverage to approximately 48 million covered POPs, completing this process on time and within budget. Our fourth quarter and full year 2006 results reflect the contributions of this new market activity on customer additions, as well as the expected initial negative impact of new market launch activity on consolidated operating and net income."

Key Reported Results
(Amounts in millions, except per share amounts)

	Three Months Ended December 31,			Twelve Months Ended December 31,		
	2006	2005	Change	2006	2005	Change
	(Unaudited)	(Unaudited)				
Service revenues	$277.1	$194.3	42.6%	$972.8	$763.7	27.4%
Total revenues	$314.5	$228.9	37.4%	$1,136.7	$914.7	24.3%
Operating						

income (loss)	$(9.5)	$10.8	NM(a)	$43.8	$69.8	(37.2)%
Net income (loss)	$(39.4)	$5.0	NM	$(4.1)	$30.0	NM
Diluted net income (loss) per share	$(0.60)	$0.08	NM	$(0.07)	$0.49	NM

Key Operating and Financial Metrics
(Amounts in millions, except customer data and operating metrics)

	Three Months Ended December 31,		
	2006	2005	Change
Adjusted OIBDA	$58.9	$64.2	(8.3)%
Adjusted OIBDA as a percentage of service revenue	21%	33%	(11)%
Gross customer additions	519,229	245,817	111.2%
Net customer additions	262,457	45,767	473.5%
End of period customers	2,229,826	1,688,293	32.1%
Weighted-average customers	2,067,122	1,630,011	26.8%
Churn	4.1%	4.1%	--
Average revenue per user (ARPU)	$44.68	$39.74	12.4 %
Cash cost per user (CCU)	$20.21	$18.67	8.2%
Cost per gross addition (CPGA)	$179	$158	13.3%
Cash purchases of property and equipment (capital expenditures)	$245.9	$126.5	94.4%

	Twelve Months Ended December 31,		
	2006	2005	Change
Adjusted OIBDA	$276.4	$275.0	0.5%
Adjusted OIBDA as a percentage of service revenue	28%	36%	(7)%
Gross customer additions	1,455,810	872,271	66.9%
Net customer additions	592,237	117,376	404.6%
End of period customers	2,229,826	1,668,293	33.7%
Weighted-average customers	1,861,477	1,608,782	15.7%
Churn	3.9%	3.9%	--
Average revenue per user (ARPU)	$43.55	$39.56	10.1%
Cash cost per user (CCU)	$19.95	$18.89	5.6%
Cost per gross addition (CPGA)	$172	$142	21.1%
Cash purchases of property and equipment (capital expenditures)	$590.5	$208.8	182.8 %

(a) Not meaningful

Fourth Quarter Discussion

The Company's solid operational performance for the fourth quarter of 2006 was led by the addition of approximately 262,000 net new customers, more than four times net customer additions for the fourth quarter of 2005, and reflecting year-over-year continued growth in existing Cricket markets and strong performance in new Cricket markets launched during 2006. Customer churn was 4.1 percent, comparable to the prior year quarter. Total revenues grew 37 percent over the prior year quarter, reflecting a 43 percent increase in service revenues driven by continued strong customer demand for Cricket's higher-value rate plans, combined with a 27 percent increase in weighted-average customers over the prior year period.

Full Year 2006 Discussion

Leap and its joint venture partners ended the year with approximately 592,000 net customer additions, bringing total customers served by Cricket service to 2.2 million. Customer churn for full-year 2006 was 3.9 percent, in line with that reported for full year 2005. Total revenues grew 24 percent, fueled by a 27 percent year-over-year increase in service revenues. Adjusted OIBDA for the full year was $276.4 million, or 28.4 percent of service revenue, approximately flat with adjusted OIBDA reported for 2005, despite the initial operating losses associated with new market launch activities. Average revenue per user (APRU) for the full year was $43.55, an increase of $3.99 from reported full year 2005 ARPU of $39.56. Net loss for the full year was $4.1 million compared to net income of $30 million for 2005.

56. On February 28, 2007, Leap's common stock closed at $67.57, up $5.59 from the previous days' close, on heavy trading volume.

57. On or about March 1, 2007, Leap filed its Form 10-K for the year ended December 31, 2007 with the SEC, which substantially incorporated the same reported financial results, as set forth above.

58. On May 8, 2007, as reported in a press release through PR Newswire entitled "Leap Reports 318,000 Net Customer Additions in First Quarter 2007, Nearly Triple Net Additions in First Quarter 2006," the Company announced its first quarter 2007 financial results as follows:

Leap Reports 318,000 Net Customer Additions in First Quarter 2007, Nearly Triple Net Additions in First Quarter 2006

Company reports solid adjusted operating income before depreciation and amortization (OIBDA) of $81 million, up 38% compared to fourth quarter

SAN DIEGO, May 08, 2007 (BUSINESS WIRE) -- Leap Wireless International, Inc. (NASDAQ: LEAP), a leading provider of innovative and value-driven wireless communications services, today announced financial and operational results for the first quarter 2007. The company reported service revenues of $326.8 million, a 51 percent increase over the prior year quarter, driven by a 39 percent growth in weighted average customers and a nine percent rise in average revenue per user (ARPU). For the first quarter, the company posted adjusted operating income before depreciation and amortization (OIBDA) of $81.0 million, up $22.1 million from the fourth quarter of 2006, and up $2.4 million from the comparable period of the prior year, even after the company absorbed expenses associated with the cost of acquiring a substantial number of new customers and the impact of new markets launched in 2006. Operating income for the quarter was $4.4 million compared to $19.9 million for the first quarter of 2006, reflecting the impact of additional depreciation expense associated with new market expansion.

"During the quarter, we saw continued strong customer acceptance of our unlimited value proposition as demonstrated not only by customer additions, but also by the continued acceptance of our higher-value service plans," said Doug Hutcheson, Leap's chief executive officer and president. "Our first quarter net customer additions were achieved from both the new markets launched in 2006 and our existing markets, which added approximately 102,000 net customers, a 24 percent increase over the prior year quarter. In addition, more than two-thirds of our customers now subscribe to our $45 and higher service plans, resulting in record ARPU of $45.52 for the quarter."

Key Reported Results
(Amounts in millions, except per share amounts)

	Three Months Ended March 31,		
	2007	2006	Change
	(Unaudited)	(Unaudited)	
Service revenues	$326.8	$215.8	51.4%
Total revenues	$389.4	$266.7	46.0%
Operating income	$4.4	$19.9	(78.0%)
Net income (loss)	$(8.1)	$17.7	(a)
Diluted earnings (loss) per share	$(0.12)	$0.29	(a)

Key Operating and Financial Metrics
(Amounts in millions, except customer data and operating metrics)

	Three Months Ended March 31,		
	2007	2006	Change
Adjusted OIBDA	$81.0	$78.6	3.1%
Adjusted OIBDA as a percentage of service revenue	25%	36%	
Gross customer additions	565,055	278,370	103.0%
Net customer additions	318,346	110,409	188.3%
End of period customers	2,548,172	1,778,704	43.3%
Weighted-average customers	2,393,161	1,718,349	39.3%
Churn	3.4%	3.3%	
Average revenue per user (ARPU)	$45.52	$41.87	8.7%
Cash cost per user (CCU)	$21.16	$19.57	8.1%
Cost per gross addition (CPGA)	$166	$130	27.7%
Cash purchases of property and equipment (capital expenditures)	$131.7	$60.9	116.3%

59. On May 9, 2007, Leap's common stock closed at $84.32 per share, up from the previous day's close of $79.46, on heavy trading volume.

60. On or about May 10, 2007, Leap filed its Form 10-Q for the quarter ended March 31, 2002 with the SEC, which substantially incorporated the same reported financial results, as set forth above.

61. On August 7, 2007, as reported in a press release through Business Wire entitled "Leap Reports Second Quarter 2007 Adjusted OIBDA of $115 Million, Up 48% Compared to Prior Year Quarter, New Markets in Aggregate Begin Contributing Positively to Adjusted OIBDA," the Company announced its second quarter 2007 financial results as follows:

Leap Reports Second Quarter 2007 Adjusted OIBDA of $115 Million, Up 48% Compared to Prior Year Quarter, New Markets in Aggregate Begin Contributing Positively to Adjusted OIBDA

Company Reports 127,000 Net Customer Additions, More Than Double Net Additions from Second Quarter 2006

SAN DIEGO--(BUSINESS WIRE)--Aug. 7, 2007--Leap Wireless International, Inc. (NASDAQ:LEAP), a leading provider of innovative and value-driven wireless communications services, today announced financial and operational results for the second quarter 2007. The company reported service revenues of $350.2 million, a 52 percent increase over the prior-year quarter, driven by a 45 percent growth in weighted-average customers and a five percent rise in average revenue per user (ARPU). In the second quarter, the company posted adjusted operating income before depreciation and amortization (OIBDA) of $115.2 million, up $34.2 million from the first quarter of 2007 and up $37.5 million from the comparable period of the prior year. Operating income for the quarter was $36.9 million compared to $16.5 million for the second quarter of 2006.

"In the second quarter, we continued to experience attractive customer growth over the prior year period, including 115,000 net customer additions in the new markets launched in 2006 and 2007. With the addition of 12,000 new customers in existing markets during the quarter, net customer additions increased approximately 60 percent over the prior year quarter and approximately 30 percent during the first half of the year as compared to the prior year period, in each case after adjusting for the sale of our Toledo and Sandusky, Ohio markets in 2006," said Doug Hutcheson, Leap's chief executive officer and president. "During the quarter, we saw strong acceptance of our new higher-value service plans from both new and existing customers, resulting in ARPU of $45.13. As a result of the success we have seen with the uptake of our new service plans, we expect to see continued upward pressure on ARPU over the coming quarters, subject to normal seasonal fluctuations. Second quarter ARPU declined from the first quarter of 2007 due to our typical seasonal rhythms and customer deactivations associated with the increase in less-tenured customers from our market launch successes."

Key Reported Results
(Amounts in millions, except percentages and per share amounts)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2007 (Un-audited)	2006 (Un-audited)	Change	2007 (Un-audited)	2006 (Un-audited)	Change
Service revenues	$350.2	$230.8	51.7%	$677.0	$446.6	51.6%
Total revenues	$393.2	$267.9	46.8%	$782.6	$534.5	46.4%
Operating income	$ 36.9	$ 16.5	123.6%	$ 41.3	$ 36.3	13.8%
Net income (loss)	$ 3.2	$ 7.5	(57.3%)	$ (4.9)	$ 25.2	(119.4%)
Diluted earnings						

(loss) per share	$ 0.05	$ 0.12	(58.3%)	$(0.07)	$ 0.41 (117.1%)

Key Operating and Financial Metrics
(Amounts in millions, except percentages, customer data and operating metrics)

Three Months Ended June 30,

	2007	2006	Change
Adjusted OIBDA	$ 115.2	$ 77.7	48.2%
Adjusted OIBDA as a percentage of service revenue	32.9%	33.7%	
Gross customer additions	462,434	253,033	82.8%
Net customer additions	126,791	57,683	119.8%
End of period customers	2,674,963	1,836,390	45.7%
Weighted-average customers	2,586,900	1,790,232	44.5%
Churn	4.3%	3.6%	
Average revenue per user (ARPU)	$ 45.13	$ 42.97	5.0%
Cash cost per user (CCU)	$ 19.55	$ 19.18	1.9%
Cost per gross addition (CPGA)	$ 180	$ 198	(9.1%)
Cash purchases of property and equipment (capital expenditures)	$ 106.2	$ 126.1	(15.8%)

Six Months Ended June 30,

	2007	2006	Change
Adjusted OIBDA	$ 196.2	$ 156.3	25.5%
Adjusted OIBDA as a percentage of service revenue	29.0%	35.0%	
Gross customer additions	1,027,489	531,403	93.4%
Net customer additions	445,137	168,092	164.8%
End of period customers	2,674,963	1,836,390	45.7%
Weighted-average customers	2,490,030	1,754,290	41.9%
Churn	3.9%	3.5%	
Average revenue per user (ARPU)	$ 45.32	$ 42.43	6.8%
Cash cost per user (CCU)	$ 20.32	$ 19.37	4.9%
Cost per gross addition (CPGA)	$ 172	$ 163	5.5%
Cash purchases of property and equipment (capital expenditures)	$ 237.9	$ 187.0	27.2%

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62. On August 8, 2007, Leap's common stock closed at $60.00.

63. On or about August 9, 2007, Leap filed its Form 10-Q for the quarter ended June 30, 2007 with the SEC, which substantially incorporated the same reported financial results, as set forth above.

64. In its Form 8-K filed on September 7, 2007, Leap announced the resignation of its Chief Financial Officer Amin Khalifa. Appointed to replace Khalifa in the interim was defendant CEO Hutcheson. This resignation was just three days after Leap received an unsolicited tender offer by competitor MetroPCS. The September 7, 2007 Form 8-K revealed, in part:

> **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**
>
> ***Resignation Agreement with Amin Khalifa.*** On September 6, 2007, Leap Wireless International, Inc. (the "Company") and its wholly owned subsidiary Cricket Communications, Inc. ("Cricket") entered into a Resignation Agreement with Amin Khalifa, under which Mr. Khalifa resigned as the executive vice president and chief financial officer of the Company, Cricket and their domestic subsidiaries, effective as of September 6, 2007. This Resignation Agreement supersedes the offer letter entered into by Cricket and Mr. Khalifa as of July 19, 2006, and the Severance Benefits Agreement entered into by Cricket, the Company and Mr. Khalifa as of September 15, 2006. Under the Resignation Agreement, Mr. Khalifa will receive a severance payment of $590,625. Mr. Khalifa also relinquished all rights to any stock options, restricted stock and deferred stock unit awards from the Company. Mr. Khalifa has executed a general release as a condition to his receipt of the severance payment.

The Truth Begins To Emerge

65. On November 9, 2007, to the shock of the investment community, Leap announced that it would restate its financial results going back to fiscal year 2004, specifically its reported revenue figures, in a press release through PR Newswire entitled "Leap Announces Restatement of Prior Period Results, ~ *Company Also Releases Preliminary Financial Results for the Third Quarter and Business Outlook for Fourth Quarter of 2007* ~."

66. The November 9, 2007 press release stated, in pertinent part, as follows:

Leap Announces Restatement of Prior Period Results
~ Company Also Releases Preliminary Financial Results for the Third Quarter and Business Outlook for Fourth Quarter of 2007 ~

SAN DIEGO — November 9, 2007 — Leap Wireless International, Inc. [NASDAQ: LEAP] today announced that it will restate its financial statements for fiscal years 2004, 2005 and 2006 and for the first and second quarters of 2007 to correct for errors in previously reported service revenues, equipment revenues, and operating expenses. Over these periods, the restatements are expected to result in a net cumulative reduction of approximately $20 million in service revenues and approximately $20 million in operating income. The estimated effect of these errors on the Company's prior period results for service revenues and operating income is set forth below. Changes in net income (loss) will be determined following the Company's completion of its tax expense calculations for these periods. As a result of the pending restatements, the Company's previously issued financial statements for periods from fiscal year 2004 through the second quarter of 2007 should not be relied upon. In reaching this conclusion, the Company's management and Audit Committee have discussed the matters described in this press release with the Company's independent registered public accounting firm.

The restatements are the result of an internal review of the Company's service revenue activity and forecasting process that was initiated by management in September 2007 and are not attributable to any misconduct by Company employees. The expected adjustments to historical financial results do not change unrestricted cash, cash equivalents and short term investments as of June 30, 2007. In addition, they do not materially change the overall trend in service revenues, nor do they materially change overall trends in ARPU, CPGA, CCU or capital expenditures. Finally, the expected adjustments do not impact previously reported results for net customer additions or churn.

Description of Accounting Errors
The most significant adjustment relates to the Company's prior accounting for a group of customers who voluntarily disconnected service. These customers comprised a small percentage of the Company's disconnected customers. For these customers, approximately one month of deferred revenue that was recorded when the customers' monthly bills were generated was mistakenly recognized as revenue after their service was disconnected. The Company also identified other errors relating to the timing and recognition of certain service revenues and operating expenses. The effect of the timing errors varied across periods. The error with the largest variation across periods related to the reconciliation of billing system data for pay in arrears customers. This error resulted in an understatement of revenue in 2004 and 2005 and an overstatement of revenue in

subsequent periods as the number of pay in arrears customers in the Company's customer base declined.

In connection with management's review, errors were also identified relating to the classification of certain components of equipment revenues and cost of equipment. Prior to June 2007, approximately $120 million of revenue from the sale of equipment was offset against related cost of equipment and reported on a net basis. The reclassification of these revenues and costs on a gross basis will not impact operating income.

Estimated Adjustments to Prior Period Results

The Company's preliminary estimates of the required adjustments to service revenues and operating income are set forth below. The effect of these errors on the results of the individual quarters contained in these periods varies.

Preliminary Results for Third Quarter

Based on preliminary data, Leap expects to report financial and operating results for the third quarter of 2007 within the ranges provided below (unaudited and in thousands, except customer data and percentage):

The estimates for service revenues, operating income and adjusted OIBDA set forth above reflect the revisions in the Company's accounting described in this release, costs associated with the Company's major new initiatives, as well as approximately $4 million in aggregate costs incurred in connection with the unsolicited offer received from MetroPCS Communications, Inc. in September 2007 and other strategic M&A activities.

The date and time of the Company's third quarter earnings release and conference call will be provided in a separate press release.

The pending restatements and preliminary third quarter results described above are subject to adjustment upon finalization of third quarter financial and operational results and completion of the audit and review of the Company's restated financial statements by its independent registered public accounting firm.

Business Outlook for Fourth Quarter of 2007

- Net customer additions are expected to be between 70,000 and 130,000, reflecting normal seasonal rhythms and the maturation of the markets launched in 2006.
- Customer churn is expected to be in the range of 4.4 percent to 4.7 percent, reflecting typical seasonal rhythms and the effects of customer handset upgrades and improving trends related to the percentage of less-tenured customers within our overall customer base.
- Adjusted OIBDA is expected to be between $105 million and $115 million, bringing anticipated full year adjusted OIBDA to between $385 and $395 million. The Company's expectation for fourth quarter and full year adjusted OIBDA includes approximately $12 to $17 million of negative adjusted OIBDA we expect to incur to support our major new initiatives, including the Company's

planned coverage expansion, higher-speed data services, Auction #66 build activity and other strategic activities.

Senior Secured Credit Agreement and Indenture

The restatements described above may result in a default under the senior secured credit agreement among Cricket Communications, Inc., Leap Wireless International, Inc., Bank of America, N.A. and certain lenders, under which approximately $890 million in borrowings is currently outstanding. This potential default arises from the Company's potential breach of representations regarding the presentation of its prior financial statements and not as a result of any non-compliance with its financial covenants. Notwithstanding any potential default, the Company expects to continue to make scheduled payments of principal and interest under the credit agreement. The Company is pursuing a waiver of any potential default from the credit agreement lenders. Unless waived by the required lenders, a default would permit the administrative agent to exercise its remedies under the credit agreement, including declaring all outstanding debt under the credit agreement to be immediately due and payable. An acceleration of the outstanding debt under the credit agreement would also trigger a default under Cricket's indenture governing its $1.1 billion of 9.375% senior notes due 2014. The Company anticipates that the required lenders under the credit agreement will agree to waive any potential default that may occur as a result of the restatements; however, such actions cannot be assured.

In conjunction with the waiver, the Company is also asking lenders to approve other amendments to the credit agreement, including an amendment that would provide that entry into an agreement leading to a change of control will no longer constitute an event of default, unless and until the change of control occurs.

67. As a result of Leap's shocking November 9, 2007, announcement, the Company's common stock closed at $36.72 per share, declining 37% from the previous trading day's close of $58.10, on very heavy trading volume of 11, 377,500 shares, over six times the prior trading days' volume, representing a loss in market capitalization of over $240 million.

68. Also on November 13, 2007, Leap released a Form 8-K, substantially corroborating the information regarding its need to restate the Company's financial results going back to 2004. The November 13, 2007 Form 8-K stated, in pertinent part, as follows:

On November 8, 2007, the Audit Committee of the Company's Board of Directors concluded that the Company's consolidated financial statements for the following periods (and for the applicable interim periods) should be restated and should no longer be relied upon: (i) the seven months ended July 31, 2004 (the period prior to the Company's emergence from Chapter 11 bankruptcy); (ii) the five months ended December 31, 2004 (the period after the Company's emergence); (iii) the fiscal year ended December 31, 2005; (iv) the fiscal year ended December 31, 2006; (v) the fiscal quarter ended March 31, 2007; and (vi) the fiscal quarter ended June 30, 2007.

The restatements are the result of an internal review of the Company's service revenue activity and forecasting process that was initiated by management in September 2007 and are not attributable to any misconduct by Company employees. The restatements correct errors in previously reported service revenues, equipment revenues, and operating expenses. The most significant adjustment relates to the Company's prior accounting for a group of customers who voluntarily disconnected service. These customers comprised a small percentage of the Company's disconnected customers. For these customers, approximately one month of deferred revenue that was recorded when the customers' monthly bills were generated was mistakenly recognized as revenue after their service was disconnected. The Company also identified other errors relating to the timing and recognition of certain service revenues and operating expenses. The effect of the timing errors varied across periods. The error with the largest variation across periods related to the reconciliation of billing system data for pay in arrears customers. This error resulted in an understatement of revenue in 2004 and 2005 and an overstatement of revenue in subsequent periods as the number of pay in arrears customers in the Company's customer base declined.

In connection with management's review, errors were also identified relating to the classification of certain components of equipment revenues and cost of equipment. Prior to June 2007, approximately $120 million of revenue from the sale of equipment was offset against related cost of equipment and reported on a net basis. The reclassification of these revenues and costs on a gross basis will not impact operating income.

The Company's preliminary estimates of the required adjustments to service revenues and operating income are set forth below. Changes in net income (loss) will be determined following the Company's completion of its tax expense calculations for these periods. Fiscal year 2004 results refer to the combined results for the seven months ended July 31, 2004 (the period prior to the Company's emergence from Chapter 11 bankruptcy) and the five months ended December 31, 2004 (the period after the Company's emergence). The effect of these errors on the results of the individual quarters contained in these periods varies (unaudited and in thousands).

The pending restatements described above are subject to adjustment upon completion of the audit and review of the Company's restated financial statements by its independent registered public accounting firm.

The restatements described above may result in a default under the senior secured credit agreement among Cricket Communications, Inc., Leap Wireless International, Inc., Bank of America, N.A. and certain lenders, under which approximately $890 million in borrowings is currently outstanding. This potential default arises from the Company's potential breach of representations regarding the presentation of its prior financial statements and potential delays in filing its Form 10-Q for the third quarter of 2007 by November 29, 2007, and not as a result of any non-compliance with its financial covenants. Notwithstanding any potential default, the Company expects to continue to make scheduled payments of principal and interest under the credit agreement. The Company is pursuing a waiver of any potential default from the credit agreement lenders. Unless waived by the required lenders, a default would permit the administrative agent to exercise its remedies under the credit agreement, including declaring all outstanding debt under the credit agreement to be immediately due and payable. An acceleration of the outstanding debt under the credit agreement would also trigger a default under Cricket's indenture governing its $1.1 billion of 9.375% senior notes due 2014. The Company anticipates that the required lenders under the credit agreement will agree to waive any potential default that may occur as a result of the restatements; however, such actions cannot be assured. In conjunction with the waiver, the Company is also asking lenders to approve other amendments to the credit agreement, including an amendment that would provide that entry into an agreement leading to a change of control will no longer constitute an event of default, unless and until the change of control occurs.

Although the Company's management is still evaluating the implications of the restatements described above on its internal control over financial reporting, when the Company files its Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 and amends certain of its previously filed periodic reports to effect the restatements, management expects the Company to report the existence of one or more material weaknesses in the Company's internal control over financial reporting relating to the restatements. The Company's management and the Audit Committee have discussed the matters disclosed in this Current Report on Form 8-K with the Company's independent registered public accounting firm.

69. On November 13, 2007, Leap filed its Form NT 10-Q for the quarter ended September 30, 2007 with the SEC, notifying investors that due to the pending restating of its financial statements going back to fiscal year 2004, the Company would be delayed in filing its quarterly results on SEC Form 10-Q for the third quarter 2007.

70. On November 13, 2007, Leap's common stock closed at $34.19 per share.

UNDISCLOSED ADVERSE FACTS

71. The market for Leap securities was open, well-developed and efficient at all relevant times. As a result of these materially false and misleading statements and failures to disclose, Leap securities traded at artificially inflated prices during the Class Period. The artificial inflation continued until Leap was announced it would be forced to restate its financial results going back to fiscal year 2004. Plaintiff and other members of the Class purchased or otherwise acquired Leap securities relying upon the integrity of the market price of Leap securities and market information relating to the Company and have been damaged thereby.

72. During the Class Period, the defendants materially misled the investing public, thereby inflating the price of Leap securities, by publicly issuing false and misleading statements and omitting to disclose material facts necessary to make Defendants' statements, as set forth herein, not false and misleading. These statements and omissions were materially false and misleading in that they failed to disclose material adverse information and misrepresented the truth about the Company, its business and operations.

73. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused or were a substantial contributing cause of the damages sustained by plaintiff and other members of the Class. As described herein, during the Class Period, defendants made or caused to be made a series of materially false or misleading statements about Leap's business, accounting and financial results. These material misstatements and omissions had the cause and effect of creating in the market an unrealistically positive assessment of Leap and its business and operations, thus causing the Company's securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false and misleading statements during the Class Period resulted in plaintiff and other members

of the Class purchasing the Company's securities at artificially inflated prices, thus causing the damages complained of herein.

ADDITIONAL SCIENTER ALLEGATIONS

74. As alleged herein, defendants acted with scienter in that defendants knew that the public documents and statements issued or disseminated in the name of the Company we materially false and misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, defendants, by virtue of their receipt of information reflecting the true facts regarding Leap, their control over, and/or receipt and/or modification of Leap's allegedly materially misleading misstatements and/or their associations with the Company which made them privy to confidential proprietary information concerning Leap, participated in the fraudulent scheme alleged herein.

75. Defendants knew and/or recklessly disregarded the falsity and misleading nature of the information which they caused to be disseminated to the investing public. The ongoing fraudulent scheme described in this complaint could not have been perpetrated over a substantial period of time, as has occurred, without the knowledge and complicity of the personnel at the highest level of the Company, including the Individual Defendants.

APPLICABILITY OF PRESUMPTION OF RELIANCE FRAUD-ON-THE-MARKET DOCTRINE

76. At all relevant times, the market for Leap securities was an efficient market for the following reasons, among others:

(a) Leap securities met the requirements for listing, and was listed and actively traded on the NASDAQ and OTC markets, a highly efficient market;

(b) As a regulated issuer, Leap filed periodic public reports with the SEC and the NASDAQ and OTC markets;

(c) Leap regularly communicated with public investors via established market communication mechanisms, including through regular disseminations of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and

(d) Leap was followed by several securities analysts employed by major brokerage firms who wrote reports which were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

77. As a result of the foregoing, the market for Leap securities promptly digested current information regarding the Company from all publicly-available sources and reflected such information in Leap common stock price. Under these circumstances, all purchasers of Leap securities during the Class Period suffered similar injury through their purchase of Leap securities at artificially inflated prices and a presumption of reliance applies.

NO SAFE HARBOR

78. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this complaint. Many of the specific statements pleaded herein were not identified as "forward-looking

statements" when made. To the extent there were any forward-looking statements, there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. Alternatively, to the extent that the statutory safe harbor does apply to any forward-looking statements pleaded herein, defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the particular speaker knew that the particular forward-looking statement was false, and/or the forward-looking statement was authorized and/or approved by an executive officer of Leap who knew that those statements were false when made.

FIRST CLAIM
Violation Of Section 10(b) Of
The Exchange Act Against And Rule 10b-5
Promulgated Thereunder Against All Defendants

79. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

80. During the Class Period, defendants carried out a plan, scheme and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase Leap securities at artificially inflated prices. In furtherance of this unlawful scheme, plan and course of conduct, defendants, and each of them, took the actions set forth herein.

81. Defendants (a) employed devices, schemes, and artifices to defraud; (b) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (c) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to

maintain artificially high market prices for Leap securities in violation of Section 10(b) of the Exchange Act and Rule l0b-5. All defendants are sued either as primary participants in the wrongful and illegal conduct charged herein or as controlling persons as alleged below.

82. Defendants, individually and in concert, directly and indirectly, by the use, means or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a continuous course of conduct to conceal adverse material information about the business, operations and future prospects of Leap as specified herein.

83. These defendants employed devices, schemes, and artifices to defraud, while in possession of material adverse non-public information and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of Leap's value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and omitting to state material facts necessary in order to make the statements made about Leap and its business operations and future prospects in the light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices and a course of business which operated as a fraud and deceit upon the purchasers of Leap securities during the Class Period.

84. Each of the Individual Defendants' primary liability, and controlling person liability, arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management team or had control thereof; (ii) each of these defendants, by virtue of his or her responsibilities and activities as a senior officer and/or director of the Company was privy to and participated in the creation, development and reporting of the Court. Internal budgets, plans,

projections and/or reports, (iii) each of these defendants enjoyed significant personal contact and familiarly with the other defendants and was advised of and had access to other members of the Company's management team, internal reports and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants was aware of the Company's dissemination of information to the investing public which they knew or recklessly disregarded was materially false and misleading.

85. The defendants had actual knowledge of the misrepresentations and omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such defendants' material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing Leap's operating condition and future business prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by defendants' overstatements and misstatements of the Company's business, operations and earnings throughout the Class Period, defendants, if they did not have actual knowledge of the misrepresentations and omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

86. As a result of the dissemination of the materially false and misleading information and failure to disclose material facts, as set forth above, the market price of Leap securities was artificially inflated during the Class Period. In ignorance of the fact that market prices of Leap's publicly-traded securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by defendants, or upon the integrity of the market in which the securities trade, and/or on the absence of material adverse information that was known to or

recklessly disregarded by defendants but not disclosed in public statements by defendants during the Class Period, Plaintiff and the other members of the Class acquired Leap securities during the Class Period at artificially high prices and were damaged thereby.

87. At the time of said misrepresentations and omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other members of the Class and the marketplace known the truth regarding the problems that Leap was experiencing, which were not disclosed by defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their Leap securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

88. By virtue of the foregoing, defendants have violated Section 10(b) of the Exchange Act, and Rule l0b-5 promulgated thereunder.

89. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

SECOND CLAIM
Violation Of Section 20(a) Of
The Exchange Act Against the Individual Defendants

90. Plaintiff repeats and realleges each and every allegation contained above as if fully set forth herein.

91. The Individual Defendants acted as controlling persons of Leap within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions, and their ownership and contractual rights, participation in and/or awareness of the Company's operations and/or intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, the Individual Defendants had

the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements which Plaintiff contend are false and misleading. The Individual Defendants were provided with or had unlimited access to copies of the Company's reports, press releases, public filings and other statements alleged by Plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

92. In particular, each of these defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

93. As set forth above, Leap and the Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their positions as controlling persons, the Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of defendants' wrongful conduct, Plaintiff and other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

WHEREFORE, Plaintiff prays for relief and judgment, as follows:

(a) Determining that this action is a proper class action, designating Plaintiff as Lead Plaintiff and certifying Plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and Plaintiff's counsel as Lead Counsel;

(b) Awarding compensatory damages in favor of Plaintiff and the other Class members against all defendants, jointly and severally, for all damages sustained as a result of defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;

(c) Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and

(d) Such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

DATED: November 26, 2007

Respectfully submitted,

Lionel Z. Glancy
Michael Goldberg
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Attorneys for Plaintiff

CERTIFICATION OF LEAP WIRELESS INTERNATIONAL, INC.
SECURITIES CLASS ACTION COMPLAINT

I, Henry C. Lee, hereby certify that the following is true and correct to the best of my knowledge, information, and belief:

1. I am the managing member of HCL Holdings LLP and general partner to HCL Partners Limited Partnership ("HCL").

2. I have reviewed the complaint filed in this case (the "Complaint"), and authorize the filing thereof.

3. HCL is willing to serve as a representative party on behalf of the Class (as defined in the Complaint), including providing testimony at deposition and trial, if necessary.

4. During the Class Period (as defined in the Complaint), HCL purchased and/or sold the security that is the subject of the Complaint as set forth on the attached.

5. HCL did not engage in the foregoing transactions at the direction of counsel or in order to participate in any private action arising under the Securities Act of 1933 (the "Securities Act") or the Securities Exchange Act of 1934 (the "Exchange Act").

6. During the three-year period preceding the date of my signing this Certification, HCL has not served nor sought to serve as a representative party on behalf of a class in any private action arising under the Securities Act or the Exchange Act.

7. HCL will not accept any payment for serving as a representative party on behalf of the Class beyond its pro rata share of any possible recovery except for an award, as ordered by the court, for reasonable costs and expenses directly relating to its representation of the Class.

Signed under the penalties of perjury, this 26 day of November, 2007.

Henry C. Lee, on behalf of
HCL Partners Limited Partnership

SCHEDULE A

DATE	BUY/SELL	NO. OF SHARES	PRICE PER SHARE
9/4/07	SELL	15	$82.70
9/4/07	SELL	85	$82.50
9/6/07	BUY	100	$84.18
10/11/07	BUY	27	$76.93
10/11/07	BUY	73	$76.93
10/15/07	BUY	50	$75.45

JS 44 (Rev. 11/04)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

HCL PARTNERS LIMITED PARTNERSHIP, On Behalf of Itself and All Others Similarly Situated,

(b) County of Residence of First Listed Plaintiff: New York County
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)
GLANCY BINKOW & GOLDBERG LLP, 1801 Avenue of the Stars, Suite 311, Los Angeles, CA 90067,(310) 201-9150

DEFENDANTS 07 NOV 27 PM 1:26

Leap Wireless Int'l, Inc., S. Douglas Hutcheson, Dean M. Luvisa, Amin I. Khalifa and PricewaterhouseCoopers LLP

CLERK U.S. DISTRICT COURT SOUTHERN DISTRICT OF CALIFORNIA

County of Residence of First Listed Defendant
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

Attorneys (If Known) '07 CV 2245 BTM (NLS)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff
- ☒ 3 Federal Question (U.S. Government Not a Party)
- ☐ 2 U.S. Government Defendant
- ☐ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant) (For Diversity Cases Only)

	PTF	DEF		PTF	DEF
Citizen of This State	☐ 1	☐ 1	Incorporated *or* Principal Place of Business In This State	☐ 4	☐ 4
Citizen of Another State	☐ 2	☐ 2	Incorporated *and* Principal Place of Business In Another State	☐ 5	☐ 5
Citizen or Subject of a Foreign Country	☐ 3	☐ 3	Foreign Nation	☐ 6	☐ 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT
- ☐ 110 Insurance
- ☐ 120 Marine
- ☐ 130 Miller Act
- ☐ 140 Negotiable Instrument
- ☐ 150 Recovery of Overpayment & Enforcement of Judgment
- ☐ 151 Medicare Act
- ☐ 152 Recovery of Defaulted Student Loans (Excl. Veterans)
- ☐ 153 Recovery of Overpayment of Veteran's Benefits
- ☐ 160 Stockholders' Suits
- ☐ 190 Other Contract
- ☐ 195 Contract Product Liability
- ☐ 196 Franchise

REAL PROPERTY
- ☐ 210 Land Condemnation
- ☐ 220 Foreclosure
- ☐ 230 Rent Lease & Ejectment
- ☐ 240 Torts to Land
- ☐ 245 Tort Product Liability
- ☐ 290 All Other Real Property

TORTS

PERSONAL INJURY
- ☐ 310 Airplane
- ☐ 315 Airplane Product Liability
- ☐ 320 Assault, Libel & Slander
- ☐ 330 Federal Employers' Liability
- ☐ 340 Marine
- ☐ 345 Marine Product Liability
- ☐ 350 Motor Vehicle
- ☐ 355 Motor Vehicle Product Liability
- ☐ 360 Other Personal Injury

PERSONAL INJURY
- ☐ 362 Personal Injury - Med. Malpractice
- ☐ 365 Personal Injury - Product Liability
- ☐ 368 Asbestos Personal Injury Product Liability

PERSONAL PROPERTY
- ☐ 370 Other Fraud
- ☐ 371 Truth in Lending
- ☐ 380 Other Personal Property Damage
- ☐ 385 Property Damage Product Liability

CIVIL RIGHTS
- ☐ 441 Voting
- ☐ 442 Employment
- ☐ 443 Housing/ Accommodations
- ☐ 444 Welfare
- ☐ 445 Amer. w/Disabilities - Employment
- ☐ 446 Amer. w/Disabilities - Other
- ☐ 440 Other Civil Rights

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- ☐ 510 Motions to Vacate Sentence

Habeas Corpus:
- ☐ 530 General
- ☐ 535 Death Penalty
- ☐ 540 Mandamus & Other
- ☐ 550 Civil Rights
- ☐ 555 Prison Condition

FORFEITURE/PENALTY
- ☐ 610 Agriculture
- ☐ 620 Other Food & Drug
- ☐ 625 Drug Related Seizure of Property 21 USC 881
- ☐ 630 Liquor Laws
- ☐ 640 R.R. & Truck
- ☐ 650 Airline Regs.
- ☐ 660 Occupational Safety/Health
- ☐ 690 Other

LABOR
- ☐ 710 Fair Labor Standards Act
- ☐ 720 Labor/Mgmt. Relations
- ☐ 730 Labor/Mgmt.Reporting & Disclosure Act
- ☐ 740 Railway Labor Act
- ☐ 790 Other Labor Litigation
- ☐ 791 Empl. Ret. Inc. Security Act

BANKRUPTCY
- ☐ 422 Appeal 28 USC 158
- ☐ 423 Withdrawal 28 USC 157

PROPERTY RIGHTS
- ☐ 820 Copyrights
- ☐ 830 Patent
- ☐ 840 Trademark

SOCIAL SECURITY
- ☐ 861 HIA (1395ff)
- ☐ 862 Black Lung (923)
- ☐ 863 DIWC/DIWW (405(g))
- ☐ 864 SSID Title XVI
- ☐ 865 RSI (405(g))

FEDERAL TAX SUITS
- ☐ 870 Taxes (U.S. Plaintiff or Defendant)
- ☐ 871 IRS—Third Party 26 USC 7609

OTHER STATUTES
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- ☐ 410 Antitrust
- ☐ 430 Banks and Banking
- ☐ 450 Commerce
- ☐ 460 Deportation
- ☐ 470 Racketeer Influenced and Corrupt Organizations
- ☐ 480 Consumer Credit
- ☐ 490 Cable/Sat TV
- ☐ 810 Selective Service
- ☒ 850 Securities/Commodities/ Exchange
- ☐ 875 Customer Challenge 12 USC 3410
- ☐ 890 Other Statutory Actions
- ☐ 891 Agricultural Acts
- ☐ 892 Economic Stabilization Act
- ☐ 893 Environmental Matters
- ☐ 894 Energy Allocation Act
- ☐ 895 Freedom of Information Act
- ☐ 900Appeal of Fee Determination Under Equal Access to Justice
- ☐ 950 Constitutionality of State Statutes

V. ORIGIN (Place an "X" in One Box Only)

☒ 1 Original Proceeding ☐ 2 Removed from State Court ☐ 3 Remanded from Appellate Court ☐ 4 Reinstated or Reopened ☐ 5 Transferred from another district (specify) ☐ 6 Multidistrict Litigation ☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
Section 10b, Rule10b5, and Section 20a of the Exchange Act / 15 USC § 78j(b) + 78t(a)

Brief description of cause:
Violations of Section 10b, 10b5, and 20a of the Securities Exchange Act 17 CFR § 240.10b-5

VII. REQUESTED IN COMPLAINT: ☑ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 DEMAND $ 0.00 CHECK YES only if demanded in complaint: JURY DEMAND: ☑ Yes ☐ No

VIII. RELATED CASE(S) IF ANY (See instructions): JUDGE DOCKET NUMBER

DATE 11/26/2007 SIGNATURE OF ATTORNEY OF RECORD

FOR OFFICE USE ONLY

RECEIPT # 144844 AMOUNT 350 APPLYING IFP JUDGE MAG. JUDGE

11/27/07

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
SAN DIEGO DIVISION

# 144844 - SR
*** * C O P Y * ***
November 27, 2007
13:23:28

Civ Fil Prisoner
USAO #.: 07CV2245 CIV. FIL.
Judge..: BARRY T MOSKOWITZ
Amount.: $350.00 CK
Check#.: BC#22207

Total-> $350.00

FROM: HCL PARTNERS LMT. PTSHIP. V.
LEAP WIRELESS INT'L INC. ET AL
CIVIL FILING